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SEDA Council of Governments

SEDA-COG JOINT RAIL AUTHORITY MEETING

Wednesday, August 10, 2022

Union County Government Center, Lewisburg, PA

12:30 p.m.

AUTHORITY MEMBERS

Frank Dombroski, Montour County
Russ Graham, Centre County
John Gummo, Clinton County
Scott Harvey, Lycoming County
Lisa Hoover, Northumberland County
Bob Hormell, Northumberland County
Rick Jenkins, Columbia County (via teleconference)
Brent Jones, Clinton County
Michael Krentzman, Mifflin County
David Schultz, Lycoming County
John Spsychalski, Centre County
Jennifer Wakeman, Montour County
Matt Weigle, Columbia County (via teleconference)
Eric Winslow, Union County (via teleconference)

JRA OPERATOR

Jeb Stotter, President & CEO (via teleconference)
Diana Williams, Treasurer/Controller

GUESTS

Mark Rosner, Carload Express
Sam Simon, Esq., Houston Harbaugh (for Carload Express) (via teleconference)
Tina Welch, Welch Performance Consulting

LEGAL COUNSEL

John Bee, Esq., McQuaide Blasko (via teleconference)
Tom Schrack, Esq. McQuaide Blasko (via teleconference)

JRA CONSULTING PROFESSIONALS

Dan Mazur, Operating Agreement Consultant
Jason Shura, P.E., Stiffler McGraw (via teleconference)

JRA STAFF

Kay Aikey, Program Assistant
Kyle Postupack, Property & Maintenance of Way Manager
Jeff Stover, Executive Director

OTHER SEDA-COG STAFF

Kim Wheeler, Executive Director

CALL TO ORDER

Call to Order

The Chairman called the meeting to order at 12:39 p.m.

Pledge of Allegiance

The Chairman led the Pledge of Allegiance.

Welcome – Chairman’s Statements

The Chairman stated that the use of audio or video recording devices at the public meeting is permitted. The Authority does not require pre-registration for recording purposes; however, any individual intending to record all or any part of the meeting must notify the Chairman or the Executive Director in advance of such recording. If the Authority recesses to Executive Session, no recording of that session shall be permitted.

Introduction of board members, staff and guests present.

Public Forum

The Chairman asked if there is any public comment to come before the Board. No one expressed any comments.

ADMINISTRATIVE ITEMS

Approval of the June 8, 2022, JRA Meeting Minutes

Dr. Sychalski made a motion for the Board to approve the June 8, 2022, JRA Meeting Minutes; Mr. Dombroski seconded the motion; motion carried.

Treasurer’s Report

Mr. Harvey presented the Treasurer’s Report for the month of June 2022, as well as the JRA’s Loan Summary, Money Market Account Financial Statement, the PIB Loan Financial Statement, and the JRA’s detailed accounting associated with the operating fees paid by the Operator.

Mr. Gummo made a motion for the Board to accept the Treasurer’s Report for the month of June 2022 and file for audit; Ms. Wakeman seconded the motion; motion carried.

Mr. Harvey presented the Treasurer's Report for the month of July 2022, as well as the JRA's Loan Summary, Money Market Account Financial Statement, the PIB Loan Financial Statement, and the JRA's detailed accounting associated with the operating fees paid by the Operator.

Mr. Hormell made a motion for the Board to accept the Treasurer's Report for the month of July 2022 and file for audit; Mr. Schultz seconded the motion.

Chairman Graham commented that the car storage amount is down dramatically and asked if the operator would comment on this.

Ms. Williams replied that the cars are going back out from storage which is the reason for the fluctuation in storage revenue. Mr. Stotter shared that while this trend led to lower storage revenues, it was a positive economic reflection, as the previously stored railcars were largely going back into revenue service, and not being scrapped.

Ms. Wakeman asked if all the bills are paid out of the JRA's Jersey Shore State Bank checking account. Mr. Stover stated the JRA has two checking accounts and most bills come out of the account with First National Bank. Mr. Stover also stated that it is difficult to get PennDOT to move any grant monies to the First National Bank instead of the Jersey Shore State Bank and that is the reason the JRA has maintained an account with Jersey Shore State Bank in order to receive the PennDOT money. Mr. Stover stated that the auditors from Baker & Tilly will be at the September JRA Board meeting to present the audit.

Motion carried.

Staff Report and Events Calendar

Mr. Stover summarized the status of various construction projects and calendar highlights.

Mr. Postupack shared a before and after slide of the JVRR West Park Track RFAP project.

Mr. Postupack also shared a slide from the National Night Out held at the Bloomsburg Fairgrounds which showed signatures from kids promising to stay off the railroad tracks.

Operator Status Report

A copy of the Operator's Report was provided to Board members via email and copies were provided to Board members at the meeting.

Mr. Stotter reported on the following:

- The Button Oil Project on the North Shore Line continues and traffic for that facility is expected in late September/early October.

- Traffic on the Selinsgrove Branch has been decent and have been servicing that branch 2-3 days per week primarily with Kreamer Feeds. The operator is working on getting 2 other customers on that line. The runaround at Wood-Mode is complete.
- Work on the Union County crossing will be done after the Labor Day holiday.

Mr. Harvey asked Mr. Stotter about the service of Norfolk Southern. Mr. Stotter stated that a lot of the customers have seen Norfolk Southern's lead times change from 7 days to 21 days and there has been a bunching of cars on line. Several customers have way more cars on line than usual which slows down operation and poses some concerns. Mr. Stotter stated this is being addressed with customers.

OLD BUSINESS

Bridge Engineer's Report

The Bridge Engineer's Report was provided in the meeting packet. Mr. Shura provided updates from his Bridge Engineer's Report.

NEW BUSINESS

Grant Application for LVRR Bridge 171.30 at Larry's Creek over SR220

Mr. Stover stated that the Board has previously discussed the LVRR Bridge 179.44 over SR220 just east of Jersey Shore and the Linden area of Lycoming County. Its vertical clearance is posted at 13 feet-10 inches (actual is 14 feet-1 inch).

The Federal Railroad Administration (FRA) has a grant program open that is a possible funding source.

Mr. Shura's latest estimate to raise the bridge to the Interstate standard of 16 feet-6 inches is \$1,290,000. With an 80/20 cost share, the JRA's share in the cost would be about \$260,000.

The bridge has been regularly inspected and requires no remedial work other than raising it. There is no entity that is seeking to have the JRA raise the bridge. If a limited access I-99 is eventually built in the Jersey Shore to Linden corridor, any rail infrastructure modifications would be paid for by the highway interests, not the JRA or its operator.

Mr. Postupack shared a slide of Bridge 171.30 on the LVRR, Avis Branch.

Mr. Stover stated his recommendation is that the Board not to pursue funding to raise LVRR Bridge 179.44 at this time. No action needed.

RACP Ratifications for Button Holdings for NSHR Propane Terminal

Mr. Stover stated that Button Holdings is the entity that the JRA is working with relative to the RACP grant of \$1.4 million. The original grant was \$1 million and was then increased to \$1.4 million, which was the original request. Work is proceeding on this project, but Penn Strategies, who is the consultant for Button on this project, have asked the Authority to pass two documents and a letter, in order to keep this project moving. Penn Strategies is working on the full application.

Ms. Wakeman made a motion for the Board to authorize the submission of the RACP application for the Button Holdings project; Mr. Winslow seconded the motion.

Mr. Harvey asked if the role of the JRA is just the applicant and not project manager. Mr. Stover replied that the JRA is the conduit of the funding.

Motion carried.

Mr. Hormell made a motion for the Board to create a Cooperation Agreement between the JRA and Button Holdings to administer the RACP grant application; Mr. Harvey seconded the motion; motion carried.

Ms. Wakeman clarified that the above motion is not for grant administration. The Cooperation Agreement just identifies who is charge of what. The JRA is the grantee and is not administering the grant; that is the job of Penn Strategies. Penn Strategies is the administrator, the JRA is the grantee and Button Holdings is the beneficiary. The JRA is just the applicant/grantee.

Chairman Graham asked for a third motion for the Board to authorize Jeff Stover, the executive director, to sign a letter to the PA Office of the Budget acknowledging compliance with applicable Commonwealth requirements.

Ms. Wakeman asked why the JRA is signing the letter. Mr. Stover replied that this letter is regarding a statement of compliance with RACP requirements, per Steven Heuer, Office of the Budget Bureau Director. Ms. Wakeman stated that Button Holdings should be signing the letter. The JRA is not complying with the RACP requirements; it is the actual organization that is getting the money and that is Button Holdings that has to comply.

Mr. Hormell questioned if the JRA is the official applicant, whether the JRA is required to represent, as the applicant, that the JRA is complying with the RACP requirements. Ms. Wakeman replied that it is totally different.

Mr. Hormell asked why the JRA is the applicant. Ms. Wakeman stated that the JRA is the applicant because the state will not write a check to a private company.

Mr. Hormell asked if the JRA has any responsibility as the applicant. Ms. Wakeman stated that the JRA does, but the compliance letter has to come from the sub-grantee or the beneficiary or company; it typically does not come from the grantee.

Mr. Stover stated that the letter states that the SEDA-COG Joint Rail Authority (SEDA-COG JRA), in connection with the Button Propane Transload project in Northumberland County, understands, and intends to comply with, all PA Redevelopment Assistance Capital Program (RACP) requirements. SEDA-COG JRA acknowledges that failure to comply with the RACP program requirements may adversely affect grant reimbursements.

SEDA-COG JRA is aware of, and agrees to abide by, the following specific program requirements:

- 1. Competitive Bidding Requirements*
- 2. Steel Products Procurement Act*
- 3. Trade Practices Act*
- 4. Public Works Contractors' Bond Law (Performance Bond & Payment Bond)*
- 5. Pennsylvania Prevailing Wage Act*
- 6. Americans with Disabilities Act*
- 7. Fidelity Bonds*
- 8. Insurance*
 - a. Worker's Compensation Insurance*
 - b. Comprehensive General Liability and Property Damage Insurance*
 - c. Flood Insurance (if applicable)*
- 9. Article 8*

Ms. Wakeman stated that it is not the job of the JRA as grantee to make sure that the Button Holdings is following the rules; it is the job of the organization receiving the grant funds to follow the rules.

Chairman Graham agreed and stated that the JRA does not have any control on what Button Holdings does.

Mr. Hormell stated that maybe action on this should not be taken by the board and just let the executive director take care of any administrative items. Mr. Hormell asked why this would have legal standing based on an act of the JRA.

Mr., Stover recommended that the following motion be amended to say "if required" the executive director can sign the letter.

Ms. Wakeman made a motion for the Board to authorize Jeff Stover, the Executive Director to sign the letter to the PA Office of the Budget if applicable, pending final review; Mr. Harvey seconded the motion; motion carried.

NEW BUSINESS

NBER Struble Road Section 130 Agreement Ratification

Mr. Postupack stated that the JRA has been working with PennDOT on a Section 130 project to upgrade the signals and add gates at the Struble Road grade crossing on the NBER Corning Branch in College Township, Centre County.

The upgrades to the signal devices and the addition of gates will help to protect both the public and the train crew during a "shove move" to serve the customers on the branch: Centre Concrete and Lezzer Lumber.

The project total cost is \$660,777 and is fully funded through the Section 130 program.

The agreement has been reviewed by JRA staff and executed by the JRA officers to keep the project on schedule.

Mr. Postupack shared an aerial slide of the Struble Road Grade Crossing Update Section 130 project on the NBER – Corning Branch, College Township, Centre County and a slide of the Struble Road Grade Crossing.

Dr. Spsychalski made a motion for the Board to ratify the Railroad Safety Program (Section 130) for the Struble Road grade crossing on the NBER Corning Branch; Mr. Jones seconded the motion; motion carried.

RFAP Application Submission for NBER Bellefonte Yard Upgrades

Mr. Stover stated that PennDOT opened the window for RFAP and RTAP applications on August 8 and it will close on September 2.

The JRA submitted a RFAP for major upgrades to the entrances to the Bellefonte "Sunnyside" Yard. The application also included a new turnout on the NBER Main for Hilex with a total cost of \$694,000, but that does not include some additional work on the Wye in Bellefonte.

This is one of the highest track priorities noted by Zac Mahaffey, maintenance of way director for the operator.

Mr. Stover stated that Paul Jannotti prepared a revised 2023 estimate which will also include work on the West Wye turnout that was not in the 2022 application. Mr. Stover stated that the revised project which is being proposed for RFAP funding is a maximum grant of \$700,000. The Authority just received the new numbers. The new updated project cost is \$1,161,870 and the local share would be \$384,561 and is being proposed as a 50/50 local share so the local share

would be approximately \$175,000 if this project gets funded. Mr. Stover stated the question presented is whether the Board wants to submit this RFAP application. Mr. Stover stated that there is a significant amount of work needed to correct the yard and this is because the JRA is stuck with the way it was designed for the Pennsylvania Railroad and Conrail, which is not right. Mr. Stover stated that this would be a major project and noted that it is the operator's highest priority.

Mr. Postupack shared an aerial slide of the Capital Track & Turnout Improvements on the NBER showing Hilex Poly and the Bellefonte Rail Yard. An aerial slide was also shown of the Bellefonte Yard – South End, Bellefonte Yard - North End, and Hilex Turnout Upgrade.

Because the grant maxes out at \$700,000.00, it was discussed that the local share split would actually be higher. Mr. Stover stated that when these grants exceed \$1,000,000.00, prevailing wages would apply, but additional grant funds are unavailable above the \$700,000.00 limit. Mr. Stover stated that if the project could be pursued as an RTAP grant, then the grant could fund up to 70% of the project, without being limited to the \$700,000.00 cap.

Mr. Stover said staff would explore whether it would be possible to move this forward as an RTAP. Both types of grant applications are September 2nd. Mr. Stover said one possibility is to adjust the scope of the project to eliminate some portions of the presently anticipated upgrades. Mr. Stover suggested a motion to approve as either an RFAP or an RTAP or to limit the scope to keep the total project cost under \$1,000,000.00. Ms. Wakeman requested that staff bring back what they learn to the Board in September.

Dr. Spychalski made a motion for the board to authorize a RFAP or RTAP application pending staff analysis of the project for the Bellefonte Yard upgrade; Mr. Schultz seconded the motion; motion carried.

REPORTS FROM COMMITTEES

PROPERTY MANAGEMENT COMMITTEE

Committee Chairman Jenkins reported on the work of the Property Management Committee which met at 11:00 a.m. Items discussed at the PMC meeting will not be covered at the same level of detail as the committee discussion. If additional information is needed, diagrams and other details can be found in the PMC meeting packet. Recommendations from the PMC will be made to the full Board for approval. Members are afforded an opportunity to ask questions and discuss before considering approval of such recommendations.

LVRR Parking Lot Paving Bid Approval

Mr. Jenkins stated that the LVRR parking project included variable depth pavement removal and furnishing and placing new pavement, as specified on the plan. Alternate 1 includes the

addition of geotextile underlayment for an additional \$4,136.00 and is recommended by the JRA Engineer, Jason Shura.

Two bids were received on Wednesday, August 3, 2022"

Schlegel Excavating: \$84,342.00

Glenn O. Hawbaker: \$109,780.00

Mr. Jenkins made a motion for the board to approve the bid of \$80,342.00 from Schlegel Excavating for the LVRR Parking Lot Paving project; Mr. Winslow seconded the motion; motion carried.

JVRR Engine House Lighting Upgrade

Mr. Postupack stated that JVRR general manager Eric Lynn contacted JRA staff about a discount program through Penelec to upgrade the current 400-watt metal halide fixtures to 170-Maxlite linear high bay LED fixtures. All ten fixtures in the engine house will be replaced. The total project cost to remove and recycle the old lights and replace them with LEDs is \$4,185. Penelec offers an \$800 rebate which will reduce the price to \$3,385.

Mr. Postupack stated he has a meeting with a local contractor to get a cost quote from him. The PMC discussed moving forward with this project but will wait to get the price from the local contractor and as long as that price does not exceed \$3,385 will go with the local contractor.

Mr. Winslow made a motion for the board to approve moving forward with the project of the JVRR Engine House lighting upgrade with a cost not to exceed \$3,385 for the project; Mr. Jones seconded the motion; motion carried.

ZITO Media Communications, LLC License Agreement (NBER – College Township)

Mr. Postupack stated that Zito Media Communications, LLC contacted staff about constructing an overhead fiber cable across the NBER – Corning Branch in College Township. The vertical clearance of the facility will be no less than 31' from top of rail with sag.

Zito will be assessed an annual fee of \$860 and subject to CPI increases in addition to an \$800 application fee. All plans have been revised and approved.

Mr. Jones made a motion for the board to approve the license agreement with Zito Media Communications, LLC; Ms. Wakeman seconded the motion; motion carried.

Comcast Cable Communications Management, LLC License Agreement (LVRR – Fairfield Township)

Mr. Postupack stated that Comcast Cable Communication Management, LLC contacted staff about constructing an overhead fiber cable across the LVRR in Fairfield Township. The vertical clearance of the facility will be no less than 23' – 9" from top of rail with sag.

Comcast will be assessed an annual fee of \$860 and subject to CPI increases in addition to an \$800 application fee. All plans have been reviewed and approved.

Mr. Jones made a motion for the board to approve the license agreement with Comcast Cable Communications Management, LLC; Mr. Dombroski seconded the motion; motion carried.

Comcast Cable Communications Management, LLC1 (Newberry Yard)

Mr. Postupack stated that Comcast Cable Communication Management, LLC contacted staff about constructing an overhead fiber cable across the LVRR along Trenton Avenue in Newberry. The vertical clearance of the facility will be no less than 26' – 6" from top of rail with sag.

Comcast will be assessed an annual fee of \$860 and subject to CPI increases in addition to an \$800 application fee. All plans have been reviewed and approved.

Mr. Jones made a motion for the board to approve the license agreement with Comcast Cable Communications Management, LLC1; Mr. Harvey seconded the motion; motion carried.

Comcast Cable Communications Management, LLC2 (Newberry Yard)

Mr. Postupack stated that Comcast Cable Communication Management, LLC contacted staff about constructing an overhead fiber cable across the LVRR in Fairfield Township. The vertical clearance of the facility will be no less than 28' – 7" from top of rail with sag.

Comcast will be assessed an annual fee of \$860 and subject to CPI increases in addition to an \$800 application fee. All plans have been reviewed and approved.

Mr. Jones made a motion for the board to approve the license agreement with Comcast Cable Communications Management, LLC; Ms. Wakeman seconded the motion; motion carried.

PASSENGER EXCURSIONS COMMITTEE

Committee Chairman Spychalski stated that the Passenger Excursions Committee held a meeting at 10:00 a.m. and the most important subject matter discussed at the meeting was the question of whether or not the conditions affecting the deadhead movement of passenger excursions equipment between the Northumberland Yard and Williamsport and Lock Haven and Williamsport and the LVRR piece of track to Lock Haven and the east end of the NBER. The challenge was to find a way that would be affordable and acceptable from a service quality standpoint to move deadhead the passenger equipment that traditionally has been used on excursions trips out of both Williamsport and Bellefonte. Unfortunately, an affordable solution to that particular movement requirement was not able to be achieved. This means that there will not be passenger excursions this year based out of either Bellefonte or Williamsport.

Committee Chairman Spychalski stated that the existing passenger excursions timetable that was approved by the board at a previous meeting has some schedule times for excursions at two different locations and they are being adjusted as an administrative matter. The trip for fall foliage from Bloomsburg, which was originally scheduled for September, has been moved back to mid-October. That gives the sponsor a little more time between that date and the excursions that are to be operated out of Danville on September 10th. The sponsors of the Bloomsburg trips felt that they would be in a better position to promote ridership if it were scheduled at some point in October.

Committee Chairman Spychalski stated that in November and December historically the Christmas themed excursion trips out of Sunbury for Fort Discovery Playground as the sponsor were performed on a Friday and a Sunday to free up the Saturday for the annual Christmas party for the employees of the JRA's freight operator. However, given the circumstances this year with regard to service not being in existence north of Northumberland, the service dates for Fort Discovery Playground have been moved to Saturday, December 10 and Sunday, December 11. This will give that sponsor group an opportunity to sell a greater number of tickets.

Committee Chairman Spychalski stated that the board packet contains a report on the results of the two excursions that have already been operated. One is for the Northumberland County Council for the Arts out of Shamokin on May 28th for which there was 521 riders on two trips. The other excursion was on July 9th for the Sunbury Semi-quincentennial Committee, for which four trips were operated and the total number of tickets sold was 1,286. The passenger revenue for both trips totaled \$18,070.00.

LEGAL

Legal Issues

MOU with Monroe Township, Snyder County

Mr. Stover stated that in regard to the River Road grade crossing of the Selinsgrove's Power Plant Lead, an MOU was prepared by the JRA Solicitor. Mr. Stover stated that is a grade crossing, which Monroe Township had sought PUC approval to abolish.

The MOU calls for Monroe Township to repave the roadway and through the grade crossing provided by the JRA and its operator to remove the existing deteriorated crossing timbers and remove bituminous materials 15 feet from center in both east and west directions.

The operator and JRA will monitor the Township work within the crossing limits.

The Township solicitor has reported the Monroe Township Supervisors have approved the MOU.

Mr. Stover stated that there is a pre-bid meeting scheduled on August 11, 2022.

Mr. Postupack shared a slide of the River Road grade crossing as well as an aerial slide of the Selinsgrove Industrial Track, a total of 9 miles of railroad track in Snyder County, which showed the River Road grade crossing.

Dr. Spsychalski made a motion for the board to approve the Memorandum of Understanding with Monroe Township, Snyder County relative to the improvements to the River Road grade crossing on the Power Plant Lead; Ms. Hoover seconded the motion; motion carried.

Operating Agreement Consultant's Report

Mr. Dan Mazur presented the public portion of the Operator's second quarter 2022 results via PowerPoint.

2 Q 2022 Transportation Expense Ratio

- Target: About 43%
- Results for 2 Q 2022
 - Lower than Target
 - Lower than 2 Q 2021
 - Lower than 2 Q 2022 Budget

2 Q 2022 Maintenance of Way Ratio

- Target: About 21%
- Results for 2 Q 2022
 - Lower than Target
 - Significantly lower than 2 Q 2021
 - Significantly lower than 2 Q Budget

Mr. Mazur stated that he has additional and detailed information but recommended discussing that confidential and proprietary information in executive session.

Chairman Graham recessed the regular meeting at 2:07 p.m. to convene into executive session at 2:20 p.m. Chairman Graham stated that there will be action to take when the public meeting is reconvened.

Chairman Graham reconvened the regular meeting at 3:36 p.m.

Attorney Schrack stated that the JRA Board held an executive session to discuss a few topics: the first involved a personnel matter, in particular succession planning for the JRA's Executive Director. Tina Welch of Welch Performance Consulting, LLC was present for that portion of the executive session.

Attorney Schrack also noted that the JRA board held an executive session on June 29th in which Ms. Welch was also present, in order to discuss the succession planning. Ms. Welch submitted a proposal to the JRA for the engagement of Welch Performance Consulting to provide professional services to assist the Authority with the succession planning process.

Attorney Schrack stated that in public session, a motion is needed for the Board to approve Welch Performance Consulting's proposal. Her fee in the proposal is \$135 per hour and will bill on an hourly basis and she will be assisting the JRA by providing professional guidance in the succession process, including assistance with the preparation of a job description for the position.

Mr. Harvey made a motion for the board to approve the Welch Performance Consulting, LLC proposal at a fee of \$135 per hour for succession planning professional services relative to seeking a successor JRA Executive Director; Dr. Spsychalski seconded the motion.

Mr. Stover stated the reason for the proposal is because he is retiring at the end of December 2022.

Attorney Schrack stated that Ms. Welch then left the executive session and Mr. Mazur and the operator's representatives then entered, at which point Mr. Mazur resumed his report by

addressing the confidential and proprietary portions in executive session. No action was required for that matter.

Attorney Schrack stated that the operator and Mr. Mazur then left the executive session and the JRA board and staff along with the JRA bridge engineer, Jason Shura, held discussion about the Lycoming Supply Easement at LVRR 179.44 "Iron Bridge" renovation project, which involves a potential property acquisition. The recommended motion for consideration is to seek a motion to authorize JRA staff, its solicitor and engineer to negotiate an agreement with adjacent property owners, the Williams', in order to acquire the property interest necessary for the "Iron Bridge" project.

Mr. Jones made a motion for the board to authorize JRA staff, its solicitor, and engineer to negotiate an agreement with adjacent property owners, the Williams', to acquire the property necessary for the "Iron Bridge" project; Mr. Dombroski seconded the motion; motion carried.

Attorney Schrack stated that the JRA board and staff then held discussion with the JRA solicitor concerning the outstanding litigation commenced by Deluxe Realty and Jacob Frydman against the JRA and others in Columbia County and also discussion regarding certain updates in the RFP litigation. There is one action item for consideration by the Board, which is the execution of a Joint Defense and Tolling Agreement between and among the defendants to that lawsuit.

Mr. Krentzman made a motion for the board to approve a proposed Tolling and Joint Defense Agreement with the other defendants in litigation and authorize the Chair to execute the agreement; Ms. Wakeman seconded the motion; motion carried.

Attorney Schrack made a modification to the above motion and stated that legal counsel would execute the agreement, not the Chair.

Mr. Krentzman made a motion for the board to approve a proposed Tolling and Joint Defense Agreement with the other defendants in litigation and authorize legal counsel to execute the agreement; Ms. Wakeman seconded the motion; motion carried.

With there being no further business to come before the JRA Board, Chairman Graham adjourned the meeting at 3:44 p.m.

Respectfully submitted,



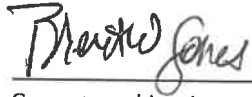
Jeffery K. Stover, Executive Director

SEDA-COG Joint Rail Authority Meeting

August 10, 2022

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I hereby certify these minutes were approved by the SEDA-COG Joint Rail Authority Board of Directors on September 14, 2022.



Secretary/Assistant Secretary